OM GROUP INC
Form 4
October 30, 2015

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL
OMB Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SACHS VALERIE GENTILE

(Last) (First) (Middle)

FLATS EAST BANK BUILDING,, 950 MAIN AVENUE, SUITE 1300

(Street)

CLEVELAND, OH 44113

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
OM GROUP INC [OMG]

3. Date of Earliest Transaction (Month/Day/Year)
10/28/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
VP, Gen. Counsel & Secretary

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/28/2015		D		13,000	D	$ 34 (1)	42,192 (2)	D	
Common Stock	10/28/2015		D		11,000	D	$ 34 (1)	31,192 (2)	D	
Common Stock	10/28/2015		D		6,300	D	$ 34 (3)	24,892 (2)	D	
Common Stock	10/28/2015		D		17	D	$ 34 (4)	24,875	D	
Common Stock	10/28/2015		D		24,875	D	$ 34 (5)	0	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(*e.g.*, puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (right to buy)	$ 28.76	10/28/2015		D			10,500	(6)	05/01/2016	Common Stock	10,500
Employee Stock Options (right to buy)	$ 51.155	10/28/2015		D			11,000	(6)	02/07/2017	Common Stock	11,000
Employee Stock Options (right to buy)	$ 58.565	10/28/2015		D			8,200	(6)	03/10/2018	Common Stock	8,200
Employee Stock Options (right to buy)	$ 20.12	10/28/2015		D			10,200	(6)	02/03/2019	Common Stock	10,200
Employee Stock Options (right to buy)	$ 30.66	10/28/2015		D			14,000	(6)	02/09/2020	Common Stock	14,000
Employee Stock Options	$ 36.51	10/28/2015		D			11,800	(6)	02/08/2021	Common Stock	11,800

(right to buy)								
Employee Stock Options (right to buy)	$ 30.21	10/28/2015	D	11,800	(6)	02/14/2022	Common Stock	11,800
Employee Stock Options (right to buy)	$ 27.32	10/28/2015	D	16,000	(7)	02/12/2023	Common Stock	16,000
Employee Stock Options (right to buy)	$ 32.24	10/28/2015	D	13,600	(8)	02/11/2024	Common Stock	13,600
Employee Stock Options (right to buy)	$ 29.04	10/28/2015	D	19,900	(9)	02/10/2025	Common Stock	19,900

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SACHS VALERIE GENTILE FLATS EAST BANK BUILDING, 950 MAIN AVENUE, SUITE 1300 CLEVELAND, OH 44113			VP, Gen. Counsel & Secretary	

Signatures

/s/ Valerie Gentile Sachs	10/30/2015
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Half of these performance units were disposed of pursuant to a merger agreement, dated May 31, 2015, by and among Duke Acquisition Holdings, LLC, Duke Acquisition, Inc., MacDermid Americas Acquisitions, Inc., and the Issuer (the "Merger Agreement") in exchange for the right to receive $34.00 in cash per performance unit, representing payout for the applicable performance share award at target performance level, plus any earned cash dividend equivalents, with the remaining performance units forfeited back to the Issuer for no consideration.

(2) Includes 17 dividend equivalents acquired on outstanding performance units awards through an exempt dividend equivalent feature.

(3) Performance units disposed of pursuant to the Merger Agreement in exchange for the right to receive $34.00 in cash per performance unit, representing payout for the applicable performance share award at target performance level.

(4) Dividend equivalents on outstanding performance units awards disposed of pursuant to the Merger Agreement in exchange for the right to receive $34.00 in cash per dividend equivalent.

(5) Disposed of pursuant to the Merger Agreement in exchange for the right to receive $34.00 in cash per share.

(6) These options were fully vested.

(7) These options vested or were to vest in three equal installments on February 12, 2014, 2015, and 2016.

(8) These options vested or were to vest in three equal installments on February 11, 2015, 2016, and 2017.

(9) These options were to vest in three equal installments on February 10, 2016, 2017 and 2018.

(10) Disposed of pursuant to the Merger Agreement in exchange for a cash payment approximately equal to the difference (if positive) between $34.00 and the exercise price of the stock option multiplied by the number of outstanding shares (both vested and unvested) subject to the stock option.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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